



CERTIFICATE OF INCORPORATION  
OF

\_\_\_\_\_  
*THE SHOE SHOPPE, INC.*

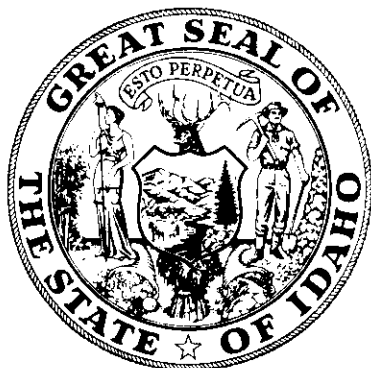
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_  
*THE SHOE SHOPPE, INC.*

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *March 26, 1982*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

THE SHOE SHOPPE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is THE SHOE SHOPPE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, production, distribution or sale of footwear and related products.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of the par value of \$1.00.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: Pursuant to By-Laws.

SEVENTH: The address of the initial registered office of the corporation is 312 Sherman Avenue, Coeur d'Alene, Idaho, 83814, and the name of the registered agent at such address is Tom P. Robb.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

